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UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**FIFTH INTERIM AND FINAL
APPLICATION OF BAKER &
HOSTETLER LLP FOR THE
ALLOWANCE AND PAYMENT OF
COMPENSATION AND
REIMBURSEMENT OF EXPENSES
FOR: (1) THE INTERIM PERIOD
JUNE 1, 2020 THROUGH JULY 1, 2020
AND (2) THE FINAL PERIOD
FEBRUARY 15, 2019 THROUGH
JULY 1, 2020**

Objection Date: September 17, 2020

**COVERSHEET FOR FIFTH INTERIM APPLICATION OF THE LAW FIRM OF
BAKER & HOSTETLER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
TORT CLAIMANTS FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
JUNE 1, 2020 THROUGH JULY 1, 2020**

Name of Applicant:	Baker & Hostetler LLP
Name of Client:	Official Committee of Tort Claimants
Time period covered by this application:	6/1/2020-7/1/2020
Total fees sought this period:	\$3,904,871.00*
Total expenses sought this period:	\$183,352.41**
Petition Date:	1/29/2019
Retention Date:	<i>Effective</i> 2/15/2019
Date of order approving employment	4/10/2019
Total compensation approved by interim order to date:	\$6,820,134.67
Total expenses approved by interim order to date:	\$233,430.74
Total allowed compensation paid to date:	\$33,048,635.00
Total allowed expenses paid to date:	\$7,321,612.31
Blended rate in this application for all attorneys	\$677.79
Blended rate in this application for all timekeepers	\$649.57
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$0
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$0
Number of professionals included in this application	71
If applicable, number of professionals in this application not included in staffing plan approved by client	0
If applicable, difference between fees budgeted and compensation sought for this period	Actual: \$3,904,871.00 Budget Range: \$3,062,100-\$4,311,160
Number of professionals billing fewer than 15 hours to the case during the period	13
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	No
RBC Capital Markets, LLC (see explanation on pages 24-25 of this application)	\$329,907.50

*In each of the two months covered by this Fifth Interim Application, June and July, Applicant voluntarily reduced the amount of fees sought prior to generating its monthly fee statements, writing off, in Applicant's discretion, fees totaling \$38,633.50 for the benefit of the estates.

** Applicant also reduced the amount of expenses sought prior to generating its monthly fee statements for the months of June and July, writing off, in Applicant's discretion, expenses totaling \$158.85 for the benefit of the estates.

COVERSHEET FOR FINAL APPLICATION OF THE LAW FIRM OF BAKER & HOSTETLER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF TORT CLAIMANTS FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FEBRUARY 15, 2019 THROUGH JULY 1, 2020

Name of Applicant:	Baker & Hostetler LLP
Name of Client:	Official Committee of Tort Claimants
Time period covered by this application:	2/15/2019-7/1/2020
Total fees sought this period:	\$52,035,799.42 [†]
Total expenses sought this period:	\$7,738,395.46 [‡]
Petition Date:	1/29/2019
Retention Date:	<i>Effective</i> 2/15/2019
Date of order approving employment	4/10/2019
Total compensation approved by interim order to date:	\$6,820,134.67
Total expenses approved by interim order to date:	\$233,430.74
Total allowed compensation paid to date:	\$33,048,635.00
Total allowed expenses paid to date:	\$7,321,612.31
Blended rate in this application for all attorneys	\$704.95
Blended rate in this application for all timekeepers	\$661.72
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$33,048,635.00
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$7,321,612.31
Number of professionals included in this application	140
If applicable, number of professionals in this application not included in staffing plan approved by client	0
If applicable, difference between fees budgeted and compensation sought for this period	Actual: \$52,035,799.42 Budget: \$42,047,164 - \$59,350,524
Number of professionals billing fewer than 15 hours to the case during the period	26
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	No
RBC Capital Markets, LLC (see explanation on pages 24-25 of this application)	\$704,907.50

* In all of the eighteen monthly fee statements comprising the Final Application Period (February 15, 2019 through July 1, 2020) Applicant voluntarily reduced the amount of fees sought prior to generating its monthly fee statements, writing off, in Applicant's discretion, fees totaling \$2,361,374.25 for the benefit of the estates.

[†] The initial fee request of \$52,406,515.75 has been reduced by \$370,716.33, per Court Order (DE 5674).

[‡] Applicant also reduced the amount of expenses sought prior to generating its monthly fee statements for the eighteen months of February 15, 2019 through July 1, 2020, writing off, in Applicant's discretion, expenses totaling \$169,025.63 for the benefit of the estates.

SUMMARY OF FIFTH INTERIM FEE APPLICATION

Date Filed	Period Covered	Total Compensation and Expenses for Period Covered		Total Amount Previously Requested with Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees, Unpaid Fees and Expenses Requested
		Fees	Expenses	Fees @80%	Expenses @100%	Fees	Expenses	Fees
7/30/2020 (DE 8570) (17 th)	6/1/20-6/30/20	\$3,860,835.50	\$162,435.05	\$3,088,668.40	\$162,435.05	\$0	\$0	\$4,023,270.55
8/28//20 (DE 8880) (18 th)	7/1/20 - 7/1/20	\$44,035.50	\$20,917.36	\$35,228.40	\$20,917.36	\$0	\$0	\$64,952.86
Total for Fifth Interim Fee Application		\$3,904,871.00	\$183,352.41	\$3,123,896.80	\$183,352.41	\$0	\$0	\$4,088,223.41

Objections to Monthly Fee Statements: No objections have been filed regarding the Seventeenth Monthly Fee Statement. The deadline for objections to the Eighteenth Monthly Fee Statement is September 18, 2020.

SUMMARY OF FINAL FEE APPLICATION

Date Filed	Period Covered	Total Compensation and Expenses for Period Covered		Total Amount Previously Requested with Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees, Unpaid Fees and Expenses Requested
		Fees	Expenses	Fees @80%	Expenses @100%	Fees	Expenses	Fees
1 st Interim Fee App. (DE 2995)	2/15/2019-5/31/2020	\$6,820,134.67 [§]	\$233,430.74	\$5,752,680.80	\$233,430.74	\$6,820,134.67 [§]	\$233,430.74	\$0
2 nd Interim Fee App * (DE 4733)	6/1/2019-9/31/2019	\$11,494,553.25	\$1,899,103.14	\$9,195,642.60	\$1,899,103.14	\$9,195,642.60	\$1,899,103.14	\$2,298,910.65
3 rd Interim Fee App * (DE 6286)	10/1/2019-1/31/2020	\$15,252,640.50	\$3,574,530.67	\$12,202,112.40	\$3,574,530.67	\$12,202,112.40	\$3,574,530.67	\$3,050,528.10
4 th Interim Fee App * (DE 8403)	2/1/2020-5/31/2020	\$14,563,600.00	\$1,847,978.50	\$11,650,880.00	\$1,847,978.50	\$11,650,880.00	\$1,847,978.50	\$2,912,720.00
5 th Interim Fee App (DE XXXX)	6/1/2020-7/1/2020	\$3,904,871.00	\$183,352.41	\$3,123,896.80	\$183,352.41	\$0	\$0	\$4,088,223.41
Total for Final Fee Application		\$52,035,799.42	\$7,738,395.46	\$41,925,212.60	\$7,738,395.46	\$39,868,769.67	\$7,555,043.05	\$12,350,382.16

§ Pursuant to Court Order (DE 5674), Applicant has taken a \$370,716.33 reduction in fees

* The Fee Examiner and Baker are working to address the Fee Examiner's comments to Baker's Second Interim Fee Application timely filed by Baker on 11/14/19, Baker's Third Interim Fee Application timely filed by Baker on 3/13/20, and Baker's Fourth Interim Fee Application timely filed by Baker on 7/15/20.

FIFTH INTERIM AND FINAL APPLICATION OF BAKER & HOSTETLER LLP FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR: (1) THE INTERIM PERIOD JUNE 1, 2020 THROUGH JULY 1, 2020 AND (2) THE FINAL PERIOD FEBRUARY 15, 2019 THROUGH JULY 1, 2020

**TO THE HONORABLE DENNIS MONTALI,
UNITED STATES BANKRUPTCY JUDGE**

Baker & Hostetler, LLP (“**Baker**” or “**Applicant**”), counsel to the Official Committee of Tort Claimants (“**TCC**”) appointed in the above-captioned voluntary Chapter 11 bankruptcy cases (the “**Bankruptcy Cases**”), hereby submits its *Fifth Interim and Final Application for Allowance and Payment of Compensation and Reimbursement of Expenses for: (1) the Interim Period June 1, 2020 through July 1, 2020* (the “**Interim Application Period**”) and (2) the *Final Period February 15, 2019 through July 1, 2020* (the “**Final Application Period**”) (the “**Application**”) seeking entry of an order, on a final basis, pursuant to sections 330(a) and 331 of title 11, United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the Northern District of California (the “**Local Rules**”), the *Guidelines for Compensation and Expense Reimbursement of Professional and Trustees*, promulgated pursuant to Local Rule 9029-1, effective February 19, 2014 (the “**Local Guidelines**”), the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**UST Guidelines**”), the *Order Pursuant to 11 U.S.C. § § 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (“**Interim Compensation Order**”) [Docket No. 701], and the revised Fee Examiner Protocol filed on October 24, 2019 (the “**Revised Protocol**”) [Docket No. 4473] (collectively, the “**Guidelines**”) for final allowance of compensation for professional services and reimbursement of actual and necessary expenses in connection with Baker’s representation of the TCC in the above captioned cases.

The Applicant seeks final approval of compensation and reimbursement of expenses for the Interim Application Period totaling **\$4,088,223.41**, which sum represent compensation for legal services rendered in the amount of \$3,904,871.00 and reimbursement for expenses incurred in the

1 amount of \$183,352.41. In addition, the Applicant seeks final approval of compensation and
2 reimbursement of expenses for the Final Application Period totaling **\$59,774,194.88** which sum
3 represents compensation for legal services rendered in the amount of \$52,035,799.42 and
4 reimbursement for expenses incurred in the amount of \$7,738,395.46.

5 This Application is based upon the contents hereof, together with the exhibits, the
6 declaration of Cecily A. Dumas filed concurrently herewith, the pleadings, papers, and records on
7 file in these cases, and any evidence or argument that the Court may entertain at the time of the
8 hearing on the Application.

9 Pursuant to the Guidelines, a cover letter enclosing this Application is being sent to the
10 Chair of the TCC concurrently. The letter invites the Chair to discuss with the Applicant and/or
11 the Office of the United States Trustee any objections, concerns, or questions the Chair may have
12 regarding the requested compensation and reimbursement set forth in the Application. A copy of
13 the transmittal letter is attached hereto as **Exhibit G**.

14 **RELEVANT BACKGROUND**

15 1. On January 29, 2019 (the “**Petition Date**”) the Debtors filed the Bankruptcy Cases.
16 The Debtors operated their businesses and managed their properties as debtors-in-possession
17 pursuant to sections 1107(a) and 1108 of the Bankruptcy Code during the Bankruptcy Cases, which
18 were jointly administered for procedural purposes pursuant to Bankruptcy Rule 1015(b). On June
19 20, 2020, the Debtors confirmed a reorganization plan [Docket No. 8053] and filed a notice of the
20 plan’s effective date on July 15, 2020 [Docket No. 8420].

21 2. Shortly after the Petition Date, on February 15, 2019, the Office of the UST filed an
22 Appointment of the Official Committee of Tort Claimants [Docket No. 453]. Following the
23 resignation of Richard Heffern from the original TCC and the addition of Tommy Wehe, on
24 February 21, 2019, the UST filed the Amended Appointment of the Official Committee of Tort
25 Claimants [Docket No. 530]. Following the resignation of Kirk Trostle and GER Hospitality, LLC,
26 the UST filed the Second Amended Appointment of the TCC on March 27, 2020 [Docket No.
27 6503]. On April 3, 2020, following the resignation of Karen K. Gowins, the UST filed the Third
28 Amended Appointment of the TCC [Docket No. 6613]. The current members of the TCC are: (i)

Tommy Wehe; (ii) Angelo Loo; (iii) Agajanian, Inc.; (iv) Susan Slocum; (v) Samuel Maxwell; (vi) Karen M. Lockhart; (vii) Wagner Family Wines-Caymus Vineyards; and (viii) Gregory Wilson.

3. The TCC represents the interests of fire claimants, whose claims arose as a result of the Debtors' long history of unsafe operations.

4. As permitted in the Guidelines, Baker incorporates by reference the narrative history furnished in the contemporaneous applications filed by Debtors' professionals.

5. On March 17, 2019, the TCC filed its *Application to Employ Baker & Hostetler LLP as Attorneys for the Official Committee of Tort Claimants, Effective February 15, 2019* [Docket No. 934] (the "**Retention Application**"). On April 10, 2019, the Court entered its *Order Granting the Application to Employ Baker & Hostetler LLP as Attorneys for the Official Committee of Tort Claimants, Effective February 15, 2019* [Docket No. 1331] (the "**Retention Order**"). A true and correct copy of the Retention Order is attached hereto as **Exhibit E**. Baker is not holding, and has not held, any retainer in connection with the Bankruptcy Cases or the work performed on behalf of the TCC.

6. As specifically detailed and set forth below, Baker worked with the TCC, its financial advisors, the Official Committee of Unsecured Creditors (the "**OCUC**"), its financial advisors, the Debtors, and their financial advisors to address the numerous critical issues arising in the Bankruptcy Cases during the Application Period.

7. On May 28, 2019, the Court entered an order appointing Bruce A. Markell as fee examiner ("**Fee Examiner**") in the Bankruptcy Cases. [Docket No. 2267]. Baker has communicated with the Fee Examiner and has promptly supplied information to the Fee Examiner as requested and necessary for the Fee Examiner to evaluate the reasonableness of the compensation sought in this Application.

RELIEF REQUESTED AND BASIS FOR RELIEF

8. This Application is Baker's fifth interim and final request for allowance and payment of fees and expenses as counsel to the TCC.

9. Pursuant to Bankruptcy Code §§ 330 and 331, Baker respectfully requests entry of an order, on a final basis, allowing and approving **\$4,088,223.41** which sum represents

1 compensation for legal services rendered in the amount of \$3,904,871.00 and reimbursement for
2 expenses incurred in the amount of \$183,352.41 for the Interim Application Period and requests
3 entry of an order, on a final basis, allowing and approving **\$59,774,194.88**, which sum represents
4 compensation for legal services rendered in the amount of \$52,035,799.42 and reimbursement for
5 expenses incurred in the amount of \$7,738,395.46 for the Final Application Period. Copies of
6 Baker's invoices detailing the services rendered and expenses incurred during the Final Application
7 Period have been filed on the docket as attachments to Baker's monthly fee statements and have
8 been furnished to the Debtors, counsel for the OCUC, the UST and the Fee Examiner (See Doc.
9 Nos. 1478, 2063, 2295, 2798, 3314, 3769, 4037, 4513, 4937, 5247, 5557, 5980, 6514, 7000, 7714,
10 8210, 8570 and 8880).

11 10. Baker has made every effort to ensure that this Application complies with the
12 Guidelines and to avoid unnecessary duplication of effort by and among its attorneys and
13 paraprofessionals, as well as with other retained professionals in these cases. Baker has supplied
14 the Fee Examiner with Baker's monthly fee statements in an electronic LEDES format Baker
15 believes is acceptable to the Fee Examiner.

16 **SUMMARY OF PROFESSIONAL SERVICES RENDERED**

17 11. Baker spent 6,011.50 hours performing legal services during the Interim Application
18 Period, at an average attorney billing rate of \$677.79 per hour. Baker's blended hourly rate for all
19 timekeepers during the Interim Application Period was \$649.57.

20 12. Baker spent 79,197.15 hours performing legal services described in the Final
21 Application Period, at an average attorney billing rate of \$704.95 per hour. Baker's blended hourly
22 rate for all timekeepers during the Final Application Period was \$661.72.

23 **PROJECT BILLING AND NARRATIVE STATEMENT OF SERVICES RENDERED**

24 13. In addition to the requirement that a description of the general services rendered by
25 a professional be provided in a fee application, the Guidelines also require that applications for
26 compensation should:

27 "…categorize by subject matter and separately discuss, each project or task.
28 With respect to each project or task, the number of hours spent, the results

obtained, and the amount of compensation and expenses requested should be set forth at the conclusion of the discussion of that project or task.”

14. Accordingly, Baker established separate project billing categories for its representation of the TCC during the Final Application Period, as follows:

CODE	DESCRIPTION
001	Administrative Expense Claims
002	Asset Sales/363 Sales
004	Bankruptcy Litigation
005	Bar Date Motion/Claims Noticing
006	Case Administration (docket updates, WIP, and calendar)
008	Chapter 11 Plan/Plan Confirmation
009	Committee Meetings and Preparation
010	Corporate and Board Issues
012	DIP Financing/Cash Mgmt./Hedging Transactions
013	Disclosure Statement
014	Employee Issues
018	General Case Strategy (includes communication with Committee)
019	Hearings and Court Matters
020	Legislative Issues
021	Non-Bankruptcy Litigation
022	Non-Working Travel
024	District Court Litigation
025	Regulatory Issues including CPUC and FERC
026	Retention Applications
027	Fee Application: Baker
028	Fee Application: Other Professionals
030	Tax Issues
031	U.S. Trustee/Fee Examiner Issues
032	Unsecured Creditor Issues/ Communications/ Meetings
037	Investigations
039	Other Contested Matters

CODE	DESCRIPTION
040	Operations
042	Subrogation
043	Securities
044	Wildfire Assistance Program
045	Asset Analysis and Recovery
046	Tort Claims Estimation
047	Class Claims Issues
048	Kincade Fire Issues
049	Mediation
050	Government Claims
051	CPUC BK OII 19-09-016
052	Tort Claims
053	Contingency Process

15. These distinct, numbered project billing categories** enabled Baker to monitor its activities and appropriately account for the time expended by its professionals and paraprofessionals. This procedure enables Baker to better inform the TCC, the Court, the UST and the Fee Examiner regarding the nature of the services provided and time expended by its professionals and paraprofessionals. The project billing categories adopted by Baker are consistent with those used by the Debtors in order to ease the burden of the Fee Examiner's review. To the extent the project billing categories are not identical to those used by the Debtors, it is because representing the TCC requires services different than those the Debtors' professionals provided to the Debtors, so Baker tailored certain task code descriptions and have added task codes as necessary to more accurately reflect the nature of the work being performed by Baker on the TCC's behalf.

16. In an effort to streamline and control legal fees and expenses, Baker endeavored to minimize the expenditure of time by its senior partners and to delegate responsibilities to junior partners, associates and other paraprofessional employees as appropriate. In addition, because

** In certain instances, where more than one category of issues might have been addressed during the course of a meeting or telephone conference, Baker's time records may include that time in only one billing category.

1 Baker does not charge national rates, Baker endeavored to minimize fees and expenses by staffing
2 the matter with partners and associates from a cross-section of its offices, in order to take advantage
3 of lower rates in certain markets in areas of the United States in which Baker maintains offices.
4 The blended hourly rate for all Baker professionals and paraprofessionals who provided services
5 during the Interim Application Period is \$649.57. Attached hereto as **Exhibit B** is a Summary of
6 the Timekeepers included in this Interim Application Period, including the name and billing rate of
7 each Baker professional and paraprofessional who provided services to the TCC.

8 17. In compliance with the Guidelines, a description of the people employed by Baker
9 who rendered services to the TCC in the Bankruptcy Cases during the Interim Application Period
10 and whose time entries appear in the invoices, is included in **Exhibit F**, attached hereto.

11 18. Pursuant to Bankruptcy Code §504, Baker has no understanding, agreement, or
12 arrangement of any kind to divide with or pay to anyone any fees that may be awarded to Baker in
13 the Bankruptcy Cases, other than as may be shared among the members of the Baker firm.

14 **SUMMARY OF SERVICES RENDERED BY PROJECT CATEGORY**

15 19. Set forth below is a summary description, by project billing category, of the services
16 rendered by Baker during the Interim Application Period. Summary descriptions, by project
17 category, of the services rendered by Baker during the Final Application Period can be found on
18 the docket at Docket Nos. 2995, 4733, 6286, and 8403. The specific tasks, the number of hours
19 devoted, and the amounts charged within each billing category are detailed in the invoices filed on
20 the docket as attachments to Baker's monthly fee statements (see Docket Nos. 1478, 2063, 2295,
21 2798, 3314, 3769, 4037, 4513, 4937, 5247, 5557, 5980, 6514, 7000, 7714, 8210, 8570 and 8880).

22 a. Asset Sales/363 Sales (002): This work involved contingency planning and
23 research for multiple contemplated courses of litigation that may have followed from failures of
24 plan confirmation or effectiveness, including expedited proceedings under Section 363 of the
25 bankruptcy code or a state takeover of PG&E through eminent domain. Various contingencies
26 could have substantially impacted or impaired the tort victims' claims, rights, or ability to collect.
27 As such, Baker's attorneys researched the rights of tort claimants under these various
28

1 circumstances, prepared detailed memoranda to address these issues, and prepared for litigation on
2 an expedited basis if certain contingencies materialized.

3 The total hours and amount charged by Baker to this issue during the Interim Application
4 Period represents **5.40 hours** and **\$3,505.50** in fees.

5 b. Bankruptcy Litigation (004): Baker continued to perform the bankruptcy
6 related litigation work efficiently and effectively on behalf of the TCC and fire victims during the
7 Application Period. This included Baker evaluating court filings with potential impact on the TCC
8 and the fire victims, formulating strategies to achieve litigation objectives, communicating with
9 parties and counsel, and preparing related documents. Baker spent substantial time during the
10 Application Period on discovery related to litigation issues impacting the TCC and fire victims.
11 Specifically, Baker prepared subpoenas and requests for information, developed and maintained
12 voluminous databases of information concerning litigation matters, researched and targeted
13 relevant information, analyzed documents and prepared reports advising the TCC on issues relevant
14 to litigation. This work also encompassed conducting research related to discovery matters. Baker
15 also spent substantial time during the Application Period on agreements and stipulations related to
16 evidence, discovery, and the turnover of information from the TCC to the Fire Victim Trustee.

17 The total hours and amount charged by Baker to this matter during the Interim Application
18 Period represents **128.20 hours** and **\$53,906.50** in fees.

19 c. Bar Date Motion/Claims Noticing (005): Baker's work in Task Code 5
20 involved a review of the court's tentative ruling on claims procedures and attention to issues
21 concerning late-filed claims.

22 The total hours and amount charged by Baker to this matter during the Interim Application
23 Period represents **0.70 hours** and **\$707.00** in fees.

24 d. Case Administration (docket updates, WIP, and calendar) (006): Baker's
25 services captured in this task code includes all of the work performed relating to the receipt, review,
26 and analysis required for the docketing of statutory deadlines in the firm's docketing system for all
27 e-filed documents in the bankruptcy court and related proceedings. In addition, the Case
28 Administration task code encompassed the weekly preparation of critical dates memoranda

1 prepared for communications with the TCC, and daily docket review as necessary for maintenance
2 of the master service list. Finally, the Case Administration task code includes collaborative
3 discussions among Baker's professionals concerning communications to and document sharing
4 with the TCC, and case planning and staffing and team assignment tracking.

5 The total hours and amount charged by Baker to this matter during the Interim Application
6 Period represents **69.00 hours** and **\$29,848.00** in fees.

7 e. Chapter 11 Plan/Plan Confirmation (008): This category covers all matters
8 pertaining to confirmation of the Debtors' plan, including the Disclosure Statement, negotiations
9 with the Debtors and other Plan parties, analysis of Plan terms, negotiations over Plan documents
10 and support agreements, research and briefing on early Plan objections as well as Plan objections
11 filed in connection with the confirmation hearing, and post-confirmation transition to the Trust.

12 The total hours and amount charged by Baker to this matter during the Interim Application
13 Period represents **1,088.00 hours** and **\$875,356.50** in fees.

14 f. Committee Meetings and Preparation (009): This task code primarily covers
15 items related to meetings of the TCC and calls among Baker's leadership team to discuss action
16 items, strategy, and staffing. Both of those events generally occurred on a weekly basis but were
17 sometimes held more often as necessary to address case exigencies as they arose. This work
18 included (i) preparation for and participation in TCC meetings, TCC subcommittee meetings, Baker
19 leadership team strategy calls; (ii) researching and preparing presentations to the TCC and Baker's
20 leadership team as necessary to strategic decisions; (iii) advising the TCC on points of procedure
21 and governance; (iv) conferring with Baker attorneys or other professionals regarding TCC
22 meetings and presentations; (vi) preparing resolutions or other documents for TCC approval; (v)
23 direct communications with individual TCC members including responding to member questions
24 concerning important events and questions concerning written communications and advice to the
25 TCC; (vi) identifying items that should be brought to the TCC's attention for a vote; and (vii)
26 preparing meeting agendas and minutes, including conferring with members and the TCC Chair
27 regarding items that should be on the agenda.

1 The total hours and amount charged by Baker to this matter during the Interim Application
2 Period represents **187.60 hours** and **\$141,453.00** in fees.

3 g. Corporate and Board Issues (010): Baker's work in this task code focused
4 on reviewing and analyzing issues relating to various corporate and governance matters that
5 impacted the Debtors as required to assess how such may also impact the interests of the TCC,
6 including review of proposed amendments to the Debtors' corporate documents and issues related
7 to the Debtors' stock price.

8 The total hours and amount charged by Baker to this matter during the Interim Application
9 Period represents **24.80 hours** and **\$17,806.50** in fees.

10 h. DIP Financing/Cash Mgmt./Hedging Transactions (012): During the
11 Application Period, Baker advised the TCC with respect to the Debtors' second amended motion
12 for entry of orders approving the terms of certain exit financing commitment letters and authorizing
13 the Debtors to incur related fees and premiums as administrative expense claims. Among other
14 tasks, Baker professionals analyzed the terms of the proposed exit financing with the assistance of
15 the TCC's financial advisors, evaluated legal issues concerning the propriety of the requested relief
16 under the Bankruptcy Code and other applicable law, and evaluated whether the financing motion
17 outlined a capital structure different from the structure that was proposed at the time the TCC
18 entered into the Tort Claimants RSA with the Debtors. Baker also advised the TCC in connection
19 with the Debtors' capital raises. Baker also worked with the TCC's financial advisors to advise the
20 TCC regarding potential impacts that the COVID-19 crisis would have on the Debtors financings.
21 Baker continued to monitor and evaluate developments to the Debtors' financing to inform the TCC
22 regarding changes, if any, that could impact the Tort Claimants RSA and the Debtors' proposed
23 plan, plan confirmation, and exit from chapter 11.

24 The total hours and amount charged by Baker to this matter during the Interim Application
25 Period represents **17.70 hours** and **\$17,697.00** in fees.

26 i. Equity Security Holders (015): Baker's work in Task Code 15 involved a
27 review of the objection to omnibus claims filed by the lead securities plaintiffs and related objection
28 procedures, and the plan proponents' statement concerning a partial compromise.

1 The total hours and amount charged by Baker to this matter during the Interim Application
2 Period represents **1.10 hours** and **\$1,045.00** in fees.

3 j. General Case Strategy (includes communication with Committee) (018):
4 Baker's General Case Strategy professional services encompassed frequent, ongoing
5 communications (orally and in writing) with members of the TCC as necessary to keep the TCC
6 continuously and timely updated with respect to all bankruptcy court, state court, district court, and
7 regulatory proceedings impacting the TCC and its constituents, up to and including the
8 confirmation hearings on the Debtors' Chapter 11 plan. Time spent in this category included daily,
9 or near-daily, review and evaluation of pleadings and other documents filed with the courts or
10 regulatory authorities to assess their potential impact on the TCC and its constituents, and related
11 internal and external communications in furtherance of case strategy, including maintaining an
12 efficient system for tracking and responding to TCC member requests for information and
13 maintaining and expanding the TCC's website to facilitate communication. . Baker drafted analysis
14 of pleadings and other documents filed in the bankruptcy court, district court and state court and
15 routinely communicated with the TCC and its members regarding strategic action and progress in
16 the cases. Baker advised the TCC regarding its financial advisors and other media coverage
17 concerning case developments.

18 Time in this category also included certain of Baker's services working on TCC wrap-up
19 issues and addressing discovery matters.

20 The total hours and amount charged by Baker to this matter during the Interim Application
21 Period represents **98.40 hours** and **\$74,189.00** in fees.

22 k. Hearings and Court Matters (019): This category covers preparations for
23 and attendance (either in person, via Zoom or other "virtual" platform) at hearings before the
24 Bankruptcy Court on matters concerning but not limited to Plan confirmation, the adequacy of the
25 Debtors' Disclosure Statement, hearings on certain Plan objections, and other hearings that have
26 arisen as a result of motions filed by creditors, committees or other parties.

27 The total hours and amount charged by Baker to this matter during the Interim Application
28 Period represents **139.30 hours** and **\$116,287.50** in fees.

1 l. Legislative Issues (020): Baker's services in connection with Legislative
2 Issues involved tracking and analyzing the proposal, amendments, and debates surrounding Senate
3 Bill 350, which provided a means for a public utility to supplant PG&E if PG&E failed to emerge
4 from bankruptcy in a timely manner or if PG&E reached the final stage of the CPUC's enhanced
5 oversight process. Baker's work includes analysis of the bill, reports thereon, and its amendments;
6 drafts and revisions of proposed amendments to protect victim recovery; monitoring press coverage
7 and public officials' statements regarding the bill; and attendance at and/or monitoring of hearings
8 and votes on the Bill. In addition, Baker rendered services to the TCC in analyzing, researching,
9 and responding to litigation challenges to Assembly Bill 1054.

10 The total hours and amount charged by Baker to this matter during the Interim Application
11 Period represents **164.00 hours** and **\$124,671.00** in fees.

12 m. Non-Bankruptcy Litigation (021): Baker's work in Task Code 21 involved
13 a review of the report concerning the Butte County criminal plea, and the commencement of victim
14 impact statements.

15 The total hours and amount charged by Baker to this matter during the Interim Application
16 Period represents **0.60 hours** and **\$570.00** in fees.

17 n. District Court Litigation (024): Baker's services to the TCC on this matter
18 during the course of the billing period included identifying and analyzing specific relevant filings
19 in the district court action, U.S. v. Pacific Gas and Electric Company, 3:14-cr-000175-WHA, in
20 connection with PG&E's criminal probation. Work also included monitoring the Butte County
21 criminal proceedings and the effects of P&GE's guilty plea on the plan confirmation
22 proceedings. Many of the filings and proceedings in these actions during the operative time period
23 were relevant to the TCC, its interests, the RSA, plan confirmation, discovery efforts, and potential
24 future litigation.

25 During the Application period, Baker's work included evaluating and drafting substantive
26 analysis and recommendations with respect to specific court orders and responsive filings regarding
27 such issues as PG&E's compliance with certain conditions of its probation, responsive filings from
28 PG&E, state agencies, and other interested parties regarding proposed modifications to PG&E's

1 probation conditions, and numerous hearings and filings in connection with PG&E's arraignment
2 and sentencing in the Butte County criminal case. Evaluating these issues on the TCC's behalf
3 entailed the targeted assessment of specific orders and requests for information issued by Judge
4 William Alsup as well as numerous other pleadings and hearings in both criminal matters.

5 After identifying and evaluating these relevant filings, Baker's professionals drafted
6 substantive analysis of key issues and information of importance to the TCC, along with
7 recommendations and guidance, which was then used to inform certain aspects of litigation strategy
8 and global case planning as necessary to best protect the interests of the TCC and the constituency
9 of creditors the TCC represents. This analysis included identifying certain issues and areas of
10 interest to the TCC warranting further examination, and specific evidence and/or categories of
11 evidence to target during discovery and potential future litigation.

12 The total hours and amount charged by Baker to this matter during the Interim Application
13 Period represents **86.40 hours** and **\$50,440.00** in fees.

14 o. Regulatory Issues including CPUC and FERC (025): Under this task code,
15 Baker's services to the TCC included tracking and participating in CPUC proceedings implicating
16 PG&E and fire victims' interests. This included review of party filings, Commission voting
17 meetings, and review and analysis of court docket entries and hearing transcripts bearing on the
18 proceeding in which the CPUC approved PG&E's Chapter 11 plan and the Commission's own
19 ruling approving the plan. There were additionally filings in the CPUC's investigation of PG&E
20 regarding penalties for wildfires during 2017 and 2018, to which Baker reviewed, analyzed, and
21 responded. Other ongoing proceedings implicating fire victims included CPUC investigations and
22 rulemakings pertaining to de-energization and public safety power shutoffs, and PG&E's
23 applications pertaining to securitization and other financing mechanisms. In these proceedings,
24 Baker participated directly, preparing briefs and arbitration or mediation materials, and actively
25 monitored other filings by parties and by the Commission. In addition, Baker's work includes a
26 filing under the Hart Scott Rodino Act with the Department of Justice's Antitrust Division and the
27 Federal Trade Commission.
28

1 The total hours and amount charged by Baker to this matter during the Interim Application
2 Period are **352.20 hours** representing **\$228,909.00** in fees.

3 p. Retention Applications (026): Baker's work in Task Code 26 involved the
4 review of, and related correspondence concerning, a supplemental application to retain McKinsey
5 & Company and issues concerning an objection to the prior retention application, the Debtors'
6 supplemental application to retain KPMG, and correspondence with counsel for RBC regarding
7 retention issues.

8 The total hours and amount charged by Baker to this matter during the Interim Application
9 Period represents **2.10 hours** and **\$1,858.50** in fees.

10 q. Fee Application – Baker (027): Baker's work in Task Code 27 involved
11 preparing, filing, and serving Baker's Fifteenth monthly fee statement and exhibits, preparation of
12 certificate of no objection to same and related certificate of service; analysis of the Fee Examiner's
13 initial report regarding Baker's Second and Third Interim fee applications with respect to
14 conclusions related to costs; drafting and preparing exhibits required for Baker's interim fee
15 application; analysis of work performed by Baker during interim application period and drafting
16 narrative summaries of work performed in task codes as required for interim fee application;
17 preparing, filing, and serving Baker's Sixteenth monthly fee statement and exhibits, and preparation
18 of certificate of no objection to same and related certificate of service.

19 The total hours and amount charged by Baker to this matter during the Interim Application
20 Period represents **39.10 hours** and **\$19,067.00** in fees.

21 r. Fee Application – Other Professionals (028): Baker's work in this task code
22 consisted of assisting the TCC's professionals, including Lincoln Partners Advisors, LLC, Lynn
23 Baker and Trident DMG, LLC, in preparing their fee statements in accordance with established
24 protocols in the Chapter 11 Cases and in preparing certificates of no objection. Baker consulted
25 with the Fee Examiner and/or his professionals, the Office of the United States Trustee as well as
26 other case professionals to address and resolve any fee issues.

27 The total hours and amount charged by Baker to this matter during the Interim Application
28 Period represents **16.70 hours** and **\$12,376.00** in fees.

1 s. Tax Issues (030): Baker professionals performed substantial analysis of tax
2 issues during the Application Period in connection with the development of the trust being
3 established pursuant to the plan for the treatment of fire claims. Baker analyzed issues concerning
4 the impacts of Net Operating Losses (“NOLs”) and carry forwards in connection with a settlement
5 with equity holders, performed research regarding preservation of NOLs and related research
6 regarding IRC 382, reviewed PG&E NOL monetization considerations prepared by Lincoln,
7 reviewed PG&E SEC filings which included Tax Receivable Agreements, performed analysis and
8 review of Tax Benefit Agreements, letters of credit, income taxation of trusts under various
9 domiciles as relevant to situs of plan trust, researched whether certain provisions of the IRC were
10 incorporated into the California Revenue and Taxation Code, analyzed California Franchise Tax
11 Board rulings, and provided input on tax issues for the plan term sheet as relevant to the interests
12 of the TCC.

13 Baker also assisted the TCC with negotiating a Tax Benefits Agreement with the Debtors
14 and the other plan proponents, along with various related documents, including stipulated
15 judgments and a letter of credit. Baker assisted the TCC with analyzing and negotiating numerous
16 issues relating to the Tax Benefits Agreement and its related documents which was resolved after
17 plan confirmation.

18 The total hours and amount charged by Baker to this matter during the Interim Application
19 Period represents **34.80 hours** and **\$29,971.50** in fees.

20 t. U.S. Trustee/Fee Examiner Issues (031): Baker’s work in Task Code 031
21 involved limited correspondence with the Fee Examiner’s staff regarding expert fees.

22 The total hours and amount charged by Baker to this matter during the Interim Application
23 Period represents **0.20 hours** and **\$56.00** in fees.

24 u. Unsecured Creditor Issues/ Communications/ Meetings (032): Baker’s work
25 in Task Code 032 involved limited correspondence with the unsecured creditors committee counsel
26 regarding the timing of the effective date.

27 The total hours and amount charged by Baker to this matter during the Interim Application
28 Period represents **0.50 hours** and **\$505.00** in fees.

1 v. Real Estate and Real Property Issue (035): Baker's work in Task Code 035
2 involved the review of the TCC's financial advisor's analysis regarding the Debtors' motion to
3 enter into a lease of headquarters with purchase option and relocate.

4 The total hours and amount charged by Baker to this matter during the Interim Application
5 Period represents **1.70 hours** and **\$1,613.00** in fees.

6 w. Other Contested Matters (039): Baker's work associated with numerous
7 contested matters not included within other task categories is contained under the general category
8 Other Contested Matters. Baker was required to monitor contested matters initiated by parties in
9 interest to determine whether the relief requested would have an impact on the rights of the TCC
10 and its constituents, and Baker responded to contested matters as set forth in the detailed time
11 entries included in this Application. Included among these matters was a motion for recusal and a
12 motion to appoint an examiner. .

13 The total hours and amount charged by Baker to this matter during the Interim Application
14 Period represents **4.90 hours** and **\$4,996.00** in fees.

15 x. Operations (040): Baker's services in this task category involved multiple
16 aspects of how the TCC operates. Baker worked with the TCC and Trident in responding to
17 inquiries from fire victims and the media and to prepare press releases. Baker continued to address
18 ethical issues and fiduciary duties of the TCC with special counsel and addressed special counsel's
19 communication protocols with the TCC. Baker also addressed a number of TCC wind-down issues
20 in connection with the expedited Effective Date of the Debtors' plan of reorganization.

21 Baker prepared and revised proposed common interest agreements for TCC consideration,
22 addressed issues with respect to interpretation of TCC bylaws, and evaluated and adopted all
23 necessary changes to procedures for TCC meetings and protocols as necessary to address COVID-
24 19. Baker addressed issues with respect to TCC composition and resignation of certain TCC
25 members and communicated with the TCC frequently with respect to TCC obligations and goals.
26 Baker prepared memoranda analyzing the rights of individual TCC members with respect to the
27 Debtors' proposed plan, and analyzed pleadings impacting the TCC as necessary to prepare
28 summaries for the TCC website.

1 Baker's services in this task code also included administrative tasks carried out by staff in
2 connection with reimbursements of TCC costs, and frequent maintenance and updates to the TCC
3 website to supply new pleadings, transcripts, meeting minutes, and case development summaries,
4 and other information concerning the Debtors as necessary to inform the TCC.

5 The total hours and amount charged by Baker to this matter during the Interim Application
6 Period represent **27.40 hours** and **\$21,778.50** in fees.

7 y. Subrogation (042): Baker's work in Task Code 042 involved
8 communications regarding dismissal of the subrogation plaintiffs' adversary proceeding and
9 analysis of issues concerning a response to a motion concerning plan trust issues, and attention to
10 closing issues.

11 The total hours and amount charged by Baker to this matter during the Interim Application
12 Period represent **2.00 hours** and **\$1,487.50** in fees.

13 z. Securities (043): Baker's work on the TCC's behalf regarding securities-
14 related issues encompassed attention to analysis and strategy with respect to registration rights;
15 review of PG&E's registration statement; legal research regarding securities law issues relevant to
16 registration rights and block sales; preparing, reviewing, revising and exchanging numerous
17 registration rights term sheets; numerous conference calls and emails with TCC, financial advisors
18 and fire victim trust counsel regarding registration rights issues; in-depth negotiations with PG&E
19 professionals regarding registration rights agreement issues; presentations to the TCC regarding
20 registration rights issues, negotiations and term sheets; reviewing relevant backstop agreement
21 terms and descriptions and terms of documents for proposed PG&E capital structure on emergence;
22 reviewing, revising and exchanging registration rights agreement drafts with PG&E professionals;
23 calls and emails with mediator regarding registration rights agreement issues and resolutions;
24 preparing, reviewing and revising bankruptcy court filings for approval of registration rights
25 agreement; reviewing and revising registration rights agreement press talking points; preparing and
26 revising brief in opposition to objection to registration rights agreement, and review of fire victim
27 trust's related brief; and working with financial advisors, fire victim trust counsel and PG&E
28 professionals regarding stock to be issued to fire victim trust.

1 The total hours and amount charged by Baker to this matter during the Interim Application
2 Period represent **158.20 hours** and **\$135,170.50** in fees.

3 aa. Asset Analysis and Recovery (045): During the Application Period, Baker
4 worked to assess and protect the value of the Assigned Causes of Action as provided in the RSA.
5 Specifically, Baker met and conferred with third parties, reviewed documents produced by the third
6 parties and analyzed the potential liability for each of the third parties in connection with over forty
7 [40] Rule 2004 subpoenas Baker served on third parties seeking, among other information,
8 contracts and insurance information. Baker analyzed work performed by each company and the
9 insurance available to each entity, as a source of potential recovery. Baker also prepared Court
10 filings in connection with a possible motion to compel compliance with its Rule 2004 subpoenas.

11 Baker's services to the TCC in this area served several purposes: 1) preparation for plan
12 confirmation hearing in light of complaints by the UCC that third parties may not be able to obtain
13 insurance if they were sued post confirmation; 2) protecting the assigned causes of action from
14 statute of limitations arguments; and 3) assessing the strength and value of the assigned causes of
15 action against each of over forty [40] third party entities.

16 The total hours and amount charged by Baker to this matter during the Interim Application
17 Period represent **2,821.10 hours** and **\$1,381,712.00** in fees.

18 bb. Tort Claims Estimation (046): This task category encompasses the work
19 performed by Baker professionals in connection with the briefing of issues pending before Judge
20 Donato relating to tort claims estimation including addressing issues relating to the dismissal of the
21 estimation proceeding before Judge Donato in connection with plan confirmation, and wrapping up
22 the estimation related work.

23 The total hours and amount charged by Baker to this matter during the Interim Application
24 Period represent **11.90 hours** and **\$10,929.00** in fees.

25 cc. Class Claims Issues (047): Baker's work in this category concerned the class
26 action litigation filed by certain former PG&E shareholders in District Court, and the proceedings
27 in Bankruptcy Court pertaining to their related proofs of claim, their motion for certification, and
28 the TCC's motion for standing. Because the securities plaintiffs sought to recover policy proceeds

1 from the sale insurance policies that cover D&O claims assigned to the Trust, these equity holders
2 were in direct competition with unsecured creditors for the same assets, including the Fire Victim
3 Trust's derivative claims. The TCC filed a motion to obtain standing to pursue litigation addressing
4 this issue and was ultimately invited to bring the issue directly to the District Court for
5 consideration. Accordingly, Baker prepared litigation as necessary to protect the policy proceeds
6 and the interests of the TCC. Baker's services in this task code also covers discussions with the
7 parties relevant to mediation of securities claims.

8 The total hours and amount charged by Baker to this matter during the Interim Application
9 Period represent **12.60 hours** and **\$8,631.00** in fees.

10 dd. Mediation (049): Baker represented the TCC's interests in substantial issues
11 sent to mediation. The vast majority of mediation issues pertained to Plan negotiations with the
12 Debtors and equity plan proponents and took place before Judge Newsome. Other work performed
13 by Baker on the TCC's behalf took place before a JAMS mediator and concerned the claims of
14 securities litigants. In the case of Plan negotiations, the mediation led to a resolution of all of the
15 TCC's plan confirmation issues and helped lead to a successful plan confirmation and the Debtors'
16 reorganization and emergence from Chapter 11.

17 The total hours and amount charged by Baker to this matter during the Interim Application
18 Period represent **94.90 hours** and **\$83,217.00** in fees.

19 ee. CPUC BK OII 19-09-016 (051): During the Application Period, Baker
20 addressed questions concerning the petitions for re-hearing of the CPUC's decision on the
21 Bankruptcy OII, the relationship with AB 1054 and newly-enacted SB 350. As the Debtors Chapter
22 11 cases reached a conclusion, Baker managed the transition and wind-down of the TCC's
23 involvement in cases pending before the CPUC.

24 The total hours and amount charged by Baker to this matter during the Interim Application
25 Period represent **12.70 hours** and **\$13,587.50** in fees.

26 ff. Tort Claims (052): Baker's work on behalf of the TCC in this category
27 during the Application Period encompasses analyzing and addressing issues raised by tort claimants
28 relating to the treatment of fire claims in the Fire Victim Trust Agreement and the Claims

1 Resolution Procedures, including objections raised by tort claimants to the Claims Resolution
2 Procedures and the Fire Victim Trust Agreement during plan confirmation proceedings, and the
3 objections filed by the business group of claimants. Baker's also addressed late filed claims by tort
4 claimants. Finally, Baker's services to the TCC included researching certain issues that could
5 impact the value of fire claims such as statutes of limitation and insurance notification
6 requirements. Baker also analyzed pending third party causes of action filed by others currently
7 pending in the bankruptcy and other courts against the same claimants, including the securities
8 claimants' claims against the Debtors' directors and officers.

9 The total hours and amount charged by Baker to this matter during the Interim Application
10 Period represent **140.40 hours** and **\$84,733.00** in fees.

11 gg. Contingency Process (053): During the Application Period, Baker's
12 continued the work performed during the prior Application Period, and eventually wound down
13 that work following confirmation of the Debtor's Chapter 11 plan on June 20, 2020. Baker
14 continued to focus on analyzing, planning for, and protecting the interests of tort claimants in the
15 event that the Debtors failed to obtain an order confirming the plan, or if the plan failed to become
16 effective, or if a substantial delay occurred between the order confirming the plan and the funding
17 of the plan and the plan's effective date. In particular, Baker's work encompassed three main
18 categories of issues that could affect the interests of the TCC: (1) the impact of a wildfire event
19 after plan confirmation but before the plan effective date; (2) the incurrence of administrative
20 expenses that would have priority over victim claims between the date of an order confirming the
21 plan, and the effective date; and (3) the sale process contemplated by the stipulation should the
22 Debtors' plan were to not become effective by December 31, 2020, the outside deadline imposed
23 under the stipulation.

24 The total hours and amount charged by Baker to this matter during the Interim Application
25 Period represent **266.90 hours** and **\$356,790.50** in fees.

26 20. RBC Capital Markets, LLC. During the Interim Application Period, and with the
27 approval of the Debtors, the TCC engaged RBC Capital Markets, LLC ("RBC") as an expert in
28 registration rights as necessary to assist the TCC in connection with transactions stemming from

1 the creation of the fire victim trust and the anticipated distribution of equity into the fire victim trust
2 pursuant to the Debtors' plan. RBC's services on behalf of the TCC during the Interim Application
3 Period included review of the Debtors' plan and all supporting documentation including the RSA,
4 the fire victim trust agreement, claims resolution procedures and related documentation necessary
5 to evaluate the magnitude of the funding needs, monetization alternatives relative to scenarios
6 involving the backstop commitment, negotiating a registration rights agreement, and advising the
7 TCC with respect to same. Per agreement with RBC, Baker, as counsel to the TCC, agreed to submit
8 RBC's invoices for payment by the Debtors' estates as a part of Baker's monthly fee statements
9 and Baker's Interim and Final Application.

10 Baker included RBC's June 2020 invoice in the amount of \$329,907.50 on Baker's
11 Seventeenth Monthly Fee Statement filed on July 30, 2020 [Docket No. 8570]. No objections have
12 been filed regarding the Seventeenth Monthly Fee Statement. The total sought by RBC for services
13 performed on behalf of the TCC during the Interim Application Period is **\$329,907.50**. The total
14 sought by RBC for services performed on behalf of the TCC during the Final Application Period is
15 **\$704,907.50**.

16 21. Costs and Expenses: Baker requests allowance and reimbursement of actual,
17 reasonable, and necessary out-of-pocket expenses in the amount of \$183,352.41 incurred while
18 rendering professional services on behalf of the TCC during the Interim Application Period. Baker
19 requests allowance and reimbursement of actual, reasonable, and necessary out-of-pocket expenses
20 in the amount of \$7,738,395.46 incurred while rendering professional services on behalf of the
21 TCC during the Final Application Period.

22 22. Expenses incurred by Baker during the Final Application Period are set forth in
23 detail on the invoices found on the docket as attachments to Baker's monthly fee statements (see
24 Docket Nos. (see Docket Nos. 1478, 2063, 2295, 2798, 3314, 3769, 4037, 4513, 4937, 5247, 5557,
25 5980, 6514, 7000, 7714, 8210, 8570 and 8880). Expenses incurred by Baker during the Interim
26 Application Period are summarized in **Exhibit D-2**.

23. Baker submits that all expenses incurred during the Interim Application Period and the Final Application Period were reasonable and necessary, are sought in compliance with the Guidelines, and should be allowed on a final basis by the Court.

**THE FEES AND EXPENSES REQUESTED
SHOULD BE AWARDED BASED UPON APPLICABLE LAW**

24. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. Section 330 provides that a Court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to [a] professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

25. In determining the amount of allowable fees under Bankruptcy Code section 330(a), courts are to be guided by the same "general principles" as are to be applied in determining awards

1 under the federal fee-shifting statutes, with “some accommodation to the peculiarities of
2 bankruptcy matters.” *Burgess v. Klenske (In re Manoa Finance Co., Inc.)*, 853 F.2d 687, 691 (9th
3 Cir. 1988).

4 26. In assessing the propriety of an award of attorneys’ fees, twelve factors relevant to
5 determining such fees were identified in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714,
6 717-719 (5th Cir. 1974, a Title VII class action case under the Civil Rights Act of 1964, 42 U.S.C.
7 § 2000 et seq., and *Kerr v. Screen Extras Guild, Inc.*, 526 F.2d 67, 70 (9th Cir. 1975), *cert denied*,
8 425 U.S. 951 (1976): (a) the time and labor required, (b) the novelty and difficulty of the questions,
9 (c) the skill requisite to perform the service properly, (d) the preclusion of other employment by
10 the professional due to acceptance of the case, (e) the customary fee, (f) whether fee is fixed or
11 contingent, (g) time limitations imposed by client or the circumstances, (h) the amount involved
12 and the results obtained, (i) the experience, reputation and ability of the professionals, (j) the
13 undesirability of the case, (k) the nature and length of the professional relationship with the client,
14 and (l) awards in similar cases. *See American Benefit Life Ins. Co. v. Baddock (In re First Colonial*
15 *Corp. of America)*, 544 F.2d 1291 (5th Cir. 1977) (*Johnson* criteria applicable in bankruptcy cases):

16 a. the time and labor required: Baker and the TCC represented the interests of
17 the most vulnerable and important constituency in these cases. Unlike other major parties in interest
18 in these cases, the TCC had no relationship with PG&E pre-petition, other than as its victim. The
19 time required to protect the interests of the victims the TCC represents is substantial, and the labor
20 is complicated and multifaceted, particularly due the scope of injuries represented by the members
21 of the TCC, ranging from death and personal injury to business and other economic losses.

22 Baker met with the TCC in person on a monthly basis, and weekly by phone. Multiple
23 attorneys frequently attended these meetings to field questions from the eleven [11] members of
24 the TCC and sometimes also from counsel for individual TCC members. These meetings covered
25 numerous agenda items, and involved a broad area of topics and expertise, often including claims
26 estimation, financial analysis, updates on pending motions and objections, corporate governance,
27 criminal issues, committee operations, website updates, legislative updates, and Chapter 11 plan
28

1 analysis. Baker had different attorneys working on different issues and each attorney briefed the
2 TCC on the issues for which they were responsible.

3 In addition, Baker had a weekly “core” PG&E team meeting that typically lasted about one
4 hour. These meetings always included a number of attorneys (more than four), each of whom led
5 a particular project or work team and/or specialized in a particular practice area. These meetings
6 involved high-level and substantive strategy considerations and were essential to avoid duplication
7 of effort, and/or multiple “one off” calls between Baker’s attorneys to ascertain the status of matters
8 relevant to various workstreams. Baker’s core team meetings were critical to coordinate case
9 strategy on how best to achieve the objectives of the TCC. For example, Baker’s professionals
10 working on claims estimation needed to communicate with Baker’s professionals working on
11 Chapter 11 plan issues, and each needed to be apprised of legislative developments. The weekly
12 calls were where ideas and information were shared among Baker’s work teams so that research
13 and investigative results could be conveyed and strategic decisions could be made in a manner that
14 avoided duplication of effort and in a way that assured the team moved forward in the same
15 direction.

16 Finally, a number of attorneys (more than four) frequently attended hearings that involve
17 multiple or complex issues. The TCC’s lead counsel, generally Ms. Dumas and Mr. Julian, attended
18 hearings together with other litigation counsel and/or the attorneys on the team responsible for
19 working on the matter being heard. Given the number of firms and professionals employed by the
20 Debtors, and the complicated issues the Debtors’ cases present, representation of the TCC required
21 the attendance of several attorneys at hearings.

22 b. the novelty and difficulty of the questions: Many of the issues related to this
23 case were novel, due to the complexity of issues presented regarding the fire victims’ claims, the
24 nature of the Debtors’ business, and the legislative and regulatory issues involved. As Baker noted
25 in its previous interim applications, these cases presented some of the most difficult issues ever
26 addressed in a bankruptcy case, including the Debtors’ ability to finance its reorganization, and the
27 rights of over 70,000 tort claimants holding claims including business losses, property damages,
28 personal injuries, and deaths arising from over 20 fires caused by the Debtors. The bankruptcy

1 cases proceeded in parallel with numerous regulatory investigations by the CPUC, a federal court
2 probation proceeding, and a criminal plea in Butte County, California, as a result of the deaths of
3 more than 80 people in the Camp Fire. The main complex issues addressed in the bankruptcy cases
4 during the period covered by this application pertained to the negotiation and documentation of the
5 victim trust agreement and claims resolution procedures, the disclosure statement, the Joint Plan,
6 and the Contingency Process. Further, as a result of the complex nature of the compensation for
7 victims under the TCC RSA, Baker professionals participated in mediation proceedings with the
8 Debtors and Shareholder Proponents. Moreover, the United States, through FEMA, asserted the
9 first claim ever in a major bankruptcy case for recovery of disaster relief payments. Finally, Baker
10 was required to monitor, and where appropriate participate in, contested matters initiated by
11 creditors and other parties in interest to protect the victim recoveries.

12 c. the skill requisite to perform the service properly: The skill to perform the
13 representation of the TCC properly is significant. There are numerous complex and varied issues
14 presented by these cases, as evidenced by the number of professionals the Debtors have employed.

15 d. the preclusion of other employment by the professional due to acceptance of
16 the case: Other employment of Baker has been precluded due to conflict issues either created by
17 or resulting from Baker's representation of the TCC in these cases.

18 e. the customary fee: Baker is charging its customary hourly fees in this matter
19 with the exception that Baker has frozen the hourly rates of its professionals performing services
20 on behalf of the TCC at 2019 rates as a courtesy to the estates.

21 f. whether fee is fixed or contingent: Baker's fees for representing the TCC
22 are charged at Baker's standard hourly rates and are not contingent.

23 g. time limitations imposed by client or the circumstances: There have been
24 constrained time limitations in this representation due to the pace of legislation enacted pertaining
25 to the Debtors' cases and the need to evaluate volumes of critical information to the TCC's interests
26 on an expedited basis in order to achieve the best results for the victims of the Debtors' fires. Indeed,
27 the TCC was appointed and Baker was retained less than seventeen [17] months before the Effective
28 Date of the Debtors' Chapter 11 plan, making this a very swift moving case from start to finish.

1 h. the amount involved and the results obtained: Through the efforts of Baker
2 and other tort claimant professionals, the TCC and representatives of more than 70% of tort
3 claimants achieved the largest settlement ever in a mass tort bankruptcy case, through distributions
4 of cash and stock in the reorganized debtors. As the court is aware, the TCC's role in this case was
5 pervasive, having participated in all of the significant developments in the cases, including, during
6 this application period the final portion of the hearing on the Debtors' Chapter 11 plan. While the
7 Debtors' employed two major firms as chapter 11 counsel, along with other firms as criminal
8 counsel, corporate counsel, securities counsel, CPUC and FERC regulatory counsel, tort litigation
9 defense counsel and a legion of other special counsel and ordinary course professionals, Baker was
10 able to fully staff its representation of the TCC internally with experienced and capable bankruptcy,
11 corporate, regulatory, white collar criminal, complex litigation, insurance, and appellate attorneys,
12 along with other professionals and paraprofessionals. Notably, Baker accomplished its
13 representation of the TCC at blended rates lower than counsel for any other major constituent in
14 the cases.

15 i. the experience, reputation and ability of the professionals: Baker is well
16 known for its experience and expertise in bankruptcy matters. Cecily Dumas and Elizabeth Green
17 are fellows in the American College of Bankruptcy, and Baker's team is comprised of seasoned
18 litigators and well-respected lawyers in every diverse aspect of Baker's representation of the TCC.
19 In addition, many of Baker's attorneys representing the TCC in these cases are highly ranked in
20 Chambers and Partners.

21 j. the undesirability of the case: Representing the TCC in the Debtors' cases
22 was not undesirable, but the representation was multi-faceted, swift-moving, and complicated.

23 k. the nature and length of the professional relationship with the client: Baker
24 had no professional relationship with the TCC prior to these cases.

25 l. awards in similar cases: Baker's fee application is comparable with other
26 awards in similar cases involving representation of a committee of tort victims.

27 27. The time for which compensation is sought is detailed in Baker's professional fee
28 invoices filed on the docket as attachments to Baker's monthly fee statements (see Docket Nos.

1 1478, 2063, 2295, 2798, 3314, 3769, 4037, 4513, 4937, 5247, 5557, 5980, 6514, 7000, 7714, 8210,
2 8570 and 8880).

3 28. Baker's services and time expenditures are reasonable considering the labor
4 required and outcome achieved to date in these complicated cases. Baker charges for its
5 professional services based upon the time, nature, extent and value of such services and the cost of
6 comparable services in the San Francisco bay area, other than in a case under the Bankruptcy Code.
7 The compensation Baker seeks by way of this Application is the customary compensation
8 commonly sought by the Baker and other professionals representing trustees, committees, and
9 debtors in similar circumstances.

10 29. Further, the Debtors spent in excess of \$80 million preparing to file the Bankruptcy
11 Cases, and Baker was not appointed as counsel to the TCC until several weeks after the Bankruptcy
12 Cases were filed. The Debtors' cases draw on a number of specialties as evidenced by the Debtors'
13 employment of a number of firms, including firms to handle fire claims and criminal issues. The
14 specialties required for the complex issues presented by the Debtors' wrongdoing and
15 circumstances include constitutional law, white collar criminal practice, issuance of securities, and
16 regulatory issues involving FERC and CPUC, and are at the higher end of Baker's rate structure
17 due to the skill and experience associated with these specialties.

18 30. To wit, Mr. Rivkin (\$1,625) is a nationally known constitutional lawyer in Baker's
19 Washington, D.C. office. Mr. Dettelbach (\$1,015) is the former U.S. Attorney for the Northern
20 District of Ohio and is a leader of Baker's white-collar practice. Jerry Bloom (\$1,145), based in
21 Los Angeles, California, and Elizabeth Foley (\$1,100), based in Washington D.C., are of counsel
22 to Baker in the Debtors' Chapter 11 Cases. Mr. Bloom is one of very few of lawyers in the United
23 States who specializes in CPUC matters and is nationally recognized in Chambers as Band One in
24 the field of energy and regulatory matters. Ms. Foley is a nationally recognized constitutional
25 lawyer and a Professor of Law at Florida International University, where she teaches constitutional
26 law. The two specialties in which Mr. Bloom and Ms. Foley practice are essential to representation
27 of the TCC and the rates these specialties command are significantly higher than the rates Baker's
28 other attorneys of Counsel, who practice in less specialized areas, enjoy.

ADDITIONAL QUESTIONS FROM THE UST GUIDELINES FOR LARGER CHAPTER 11 CASES

32. Pursuant to Appendix B of the UST Guidelines, Applicant answers the questions below as follows:

33. Did Applicant agree to any variations from, or alternatives to, Applicants' standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

ANSWER: *Yes. On an annual basis, Baker typically increases the hourly rates of its personnel to reflect increases in work experience. However, when Baker applied these firmwide increases in January, 2020, Baker carved out an exception for the billing rates applied to this engagement and did not increase the hourly rates of the professionals performing services on behalf of the TCC as a courtesy to the TCC and to the Debtors' estates, freezing the rates of Baker professionals at 2019 levels as a courtesy to the estates.*

34. If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher than 10% or more, did Applicant discuss the reasons for the variation with the client?

ANSWER: *The fees sought in Baker's Application fell in line with those budgeted as a whole. On occasion, fees associated with one particular task code may have exceeded the fees budgeted for that task code. For other task codes, however, Baker's fees were less than the amount budgeted, bringing the total amount of fees sought by Baker in this Application in line to the fees budgeted for at the inception of this engagement. As such, the fees sought did not exceed the fees budgeted by 10% or more in the period covered by this Application.*

35. Have any of the professionals in this fee application varied their hourly rate based on the geographic location of the bankruptcy cases?

1 **ANSWER:** *No.*

2 36. Does the fee application include time or fees related to reviewing or revising time
3 records or preparing, reviewing or revising invoices? (This is limited to work involved in preparing
4 and editing billing records that would not be compensable outside of bankruptcy and does not
5 include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

6 **ANSWER:** *Baker reviewed each time entry in the billing records submitted with this*
7 *Application in connection with preparation of the required monthly fee statements for the TCC as*
8 *necessary to confirm tasks were allocated to an appropriate task code by each timekeeper and that*
9 *each task was adequately described as required by the Guidelines and as necessary to facilitate the*
10 *Fee Examiner's evaluation of the reasonableness of the fees requested by this Application, and as*
11 *expressly necessary to preparing interim fee applications.*

12 *On occasion during this review, time entries may have been moved from one task code to*
13 *another task code as appropriate or divided up and apportioned between two or more task codes^{††}*
14 *where the time entry clearly reflected work performed that impacted more than one area of Baker's*
15 *representation of the TCC, as necessary to adhere to the projected budget. Baker estimates that*
16 *approximately eight [8] hours each month for the period covered by this Application were spent*
17 *performing such work. Baker employed fifty-three [53] separate task codes in the Debtors' cases*
18 *and Baker was required to allocate its work among them to draft its fee applications and the*
19 *required narrative descriptions of work performed in each task code. In a non-bankruptcy*
20 *engagement, extensive task codes usage is seldom employed, and professionals are not required to*
21 *prepare applications to be compensated. This application does not include time or fees related to*
22 *preparing, reviewing, or revising invoices, beyond confirming that task code usage is appropriate*
23 *and that work is grouped in a manner that permits Baker's professionals to review the descriptions*
24 *of the work performed in each task code as necessary to draft an accurate summary for the fee*
25 *application for the applicable covered period. To date, Baker's fees for preparing its interim fee*

26 _____
27 ^{††}For instance, a time entry reflecting 1.5 hours may have been broken down into smaller increments and spread
28 between two or more task code categories. For example, where a task described research performed that could impact
both Chapter 11 plan structure and the treatment of particular claims, the 1.5 hour entry may have been apportioned so
that .7 was allocated to Task Code 008 (concerning Chapter 11 Plan/Plan Confirmation) and .8 was allocated to Task
Code 005 (concerning, among other things, claims).

1 applications have been extremely reasonable, and this is largely attributable to the attention given
2 each month to the appropriate use of task codes.

3 37. Does this fee application include time or fees for reviewing time records to redact
4 any privileged or other confidential information? If so, please quantify by hours and fees.

5 **ANSWER:** As stated above, Baker reviewed each time entry in the Application to confirm
6 tasks were allocated to an appropriate task code by each timekeeper and that each task was
7 adequately described as required by the Guidelines and as necessary to facilitate the Fee
8 Examiner's evaluation of the reasonableness of the fees requested by this Application. Each of
9 Applicant's timekeepers have been instructed to consider issues of confidentiality
10 contemporaneously with drafting his or her time entries so that a further subsequent review of time
11 records in connection with an assessment of privilege or confidentiality is, for the most part,
12 unnecessary. Baker's billing records submitted with this Application contain few (if any)
13 redactions, and Baker has submitted unredacted invoices to the Fee Examiner and believes the Fee
14 Examiner possesses sufficient information with which to evaluate the reasonableness of fees
15 charged. Baker estimates no more than two [2] hours were spent evaluating confidentiality of time
16 entries for this Application Period.

17 38. If this fee application includes any rate increases since retention: (i) Did your client
18 review and approve those rate increases in advance? (ii) Did your client agree when retaining the
19 law firm to accept all future rate increases? If not, did you inform your client that they need not
20 agree to modified rates or terms in order to have you continue the representation, consistent with
21 ABA Formal Ethics Opinion 11-458?

22 **ANSWER:** The Application contains no rate increases. As stated above, Baker froze its
23 rates at 2019 levels and did not implement rate increases as it typically does in January of each
24 year, as a courtesy to the TCC and the Debtors' estates.

25 39. Pursuant to the UST Guidelines, required exhibits for the Fifth Interim Application
26 Period are attached as:

27 a. **Exhibit A** – "Customary and Comparable Compensation Disclosure with
28 Fee Applications"

- b. **Exhibit B** – “Summary of Timekeepers Included in this Application”.
- c. **Exhibit C-1** – “Budget”
- d. **Exhibit C-2** – “Staffing Plan”
- e. **Exhibit D-1** – “Summary of Compensation Requested by Project Category”
- f. **Exhibit D-2** – “Summary of Expense Reimbursement Requested by Category”

AVAILABLE FUNDS

40. Baker understands that the Debtors have sufficient funds available for the payment of final fees and costs requested herein.

CONCLUSION

41. Baker believes that this Application appropriately sets forth the significant matters handled on behalf of the TCC and provides this Court, the UST, the Fee Examiner, the Debtors’ creditors, and other interested parties with an insightful overview of the scope of services rendered. Thus, Baker respectfully submits that the fees and expenses sought herein are reasonable and that the services rendered were necessary, effective, efficient and economical. Accordingly, Baker respectfully requests that this Application for allowance of fees and expenses, on a final basis, be granted in all respects.

WHEREFORE, Baker respectfully seeks entry of an order, essentially in the form as attached **Exhibit H**:

1. Awarding final allowance of compensation for professional services rendered during the Fifth Interim Application Period in the amount of **\$4,088,223.41**, consisting of \$3,904,871.00 in reasonable fees incurred and \$183,352.41 in actual and necessary expenses.

2. Awarding final allowance of compensation for professional services rendered during the Final Application Period in the amount of **\$59,774,194.88**, consisting of \$52,035,799.42 in reasonable fees incurred and \$7,738,395.46 in actual and necessary expenses.

3. Authorizing and directing the Debtors to make prompt payment to Baker in the total amount of **\$12,350,382.16**, which is the difference between the amount requested and the amount already paid by the Debtors pursuant to the Interim Compensation Order.

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4. Granting such other and further relief as the Court may deem just and proper.

Dated: August 28, 2020

BAKER & HOSTETLER LLP

By: /s/ Cecily A. Dumas

Cecily A. Dumas

Counsel to the Official Committee of Tort Claimants

CERTIFICATION

I, Cecily A. Dumas, declare as follows:

The following facts are personally known to me, and if called to do so, I could and would competently testify thereto.

1. I am a partner in the law firm of Baker & Hostetler LLP (“**Baker**”). I submit this certification in support of the *Fifth Interim and Final Application of Baker & Hostetler LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for: (1) the Interim Period June 1, 2020 through July 1, 2020 and (2) the Final Period February 15, 2019 through July 1, 2020* (the “**Application**”).^{††}

2. I have personally reviewed the information contained in the Application and believe its contents to be true to the best of my knowledge, information and belief.

3. The compensation and expense reimbursement sought in this Application, to the best of my knowledge, information and belief, after reasonable inquiry, is in conformity with sections 330(a) and 331 of title 11, United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the Northern District of California (the “**Local Rules**”), the *Guidelines for Compensation and Expense Reimbursement of Professional and Trustees*, promulgated pursuant to Local Rule 9029-1, effective February 19, 2014 (the “**Local Guidelines**”), the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**UST Guidelines**”), and the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 For Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (“**Interim Compensation Order**”) [Docket No. 701], and the revised Fee Examiner Protocol filed on October 24, 2019 (the “**Revised Protocol**”) [Docket No. 4473] (collectively, the “**Guidelines**”).

^{††}Capitalized terms not defined have the meanings used in the Application.

1 4. The compensation and expense reimbursement requested in this Application are
2 billed at rates, in accordance with Baker's practices, no less favorable than those customarily
3 charged by Baker and generally accepted by Baker's clients.
4

5 Dated: August 28, 2020

BAKER & HOSTETLER LLP

6 By: /s/ Cecily A. Dumas

7 Cecily A. Dumas

8 Counsel to the Official Committee of Tort Claimants
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Notice Parties

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